

**UNITED STATES BANKRUPTCY COURT
MIDDLE DISTRICT OF FLORIDA
JACKSONVILLE DIVISION**

In re:

RMS TITANIC, INC., *et al.*,¹

Debtors.

Case No. 3:16-bk-02230-PMG

Chapter 11 (Jointly Administered)

**FIRST INTERIM APPLICATION OF TROUTMAN SANDERS LLP
FOR ALLOWANCE OF COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES
INCURRED AS CO-COUNSEL TO THE DEBTORS FOR THE
PERIOD FROM NOVEMBER 9, 2016 THROUGH JANUARY 31, 2017**

**NOTICE OF OPPORTUNITY TO
OBJECT AND REQUEST FOR HEARING**

Pursuant to Local Rule 2002-4, the Court will consider the relief requested in this paper without further notice or hearing unless a party in interest files a response within twenty-one (21) days from the date set forth on the attached proof of service, plus an additional three days for service if any party was served by U.S. mail.

If you object to the relief requested in this paper, you must file a response with the Clerk of the Court at Bryan Simpson United States Courthouse, 300 North Hogan Street, Suite 3-150, Jacksonville, Florida 32202, and serve a copy on the movant, Jeffery W. Cavender, Troutman Sanders LLP, 600 Peachtree St. NE, Suite 5200, Atlanta, GA 30308, and any other appropriate persons within the time allowed. If you file and serve a response within the time permitted, the Court will either schedule and notify you of a hearing or consider the response and grant or deny the relief without a hearing.

If you do not file a response within the time permitted, the Court will consider that you do not oppose the relief requested in the paper, will proceed to consider the paper without further notice or hearing, and may grant the relief requested.

¹ The Debtors in the chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number include: RMS Titanic, Inc. (3162); Premier Exhibitions, Inc. (4922); Premier Exhibitions Management, LLC (3101); Arts and Exhibitions International, LLC (3101); Premier Exhibitions International, LLC (5075); Premier Exhibitions NYC, Inc. (9246); Premier Merchandising, LLC (3867); and Dinosaurs Unearthed Corp. (7309). The Debtors' service address is 3045 Kingston Court, Suite I, Peachtree Corners, Georgia 30071.

Name of Applicant:		Troutman Sanders LLP	
Services Provided to:		RMS Titanic, Inc. and certain of its affiliates, as Debtors and Debtors in possession	
Date of Retention:		November 9, 2016	
Period for this Application:		November 9, 2016 through January 31, 2017	
Amount of Compensation Sought:		\$321,833.39 ²	
Amount of Expense Reimbursement:		\$13,984.82 ³	
Amount of Original Retainer:	N/A	Current Balance:	N/A
Blended Hourly Rate this Application:	\$483.60	Cumulative:	\$483.60
This is an interim or final application:		Interim	

Prior Applications Filed: N/A

		Requested				Approved		Paid		Holdback
Filed	Period	Fees	Hrs.	Rate	Exps.	Fees	Exps.	Fees	Exps.	
Total										

Troutman Sanders LLP (“Troutman”), as counsel to RMS Titanic, Inc. and certain of its affiliates, as Debtors and Debtors in possession (the “Debtors”), pursuant to Section 330 of Title 11 of the United States Code, 11 U.S.C. § 101, et seq. (the “Bankruptcy Code”) and Rule 2016(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), hereby files its First Interim Application of Troutman Sanders LLP for Allowance of Compensation for Services Rendered and Reimbursement of Expenses Incurred as Co-Counsel to the Debtors (the “Application”) for professional services rendered and expenses incurred by Troutman during the period of November 9, 2016 through and including January 31, 2017 (the “Application Period”).

² This amount reflects an agreed-upon ten percent discount of Troutman’s standard hourly rates for this engagement.

³ This amount includes \$11,899.20 for expenses incurred by eMerge on behalf of the Debtors, as described more fully in ¶ 12 below.

In support thereof, Troutman states:

RETENTION OF TROUTMAN AND REQUESTED AWARD

1. This Court has jurisdiction to consider this Application pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(A). Venue is proper before this Court pursuant to 28 U.S.C. § 1408. The statutory predicates for the relief requested herein are sections 328, 330, 331 and 503(b) of the Bankruptcy Code.

2. On June 14, 2016 (the “Petition Date”), the Debtors each filed a voluntary petition in this Court for relief under chapter 11 of the Bankruptcy Code, commencing the above-captioned case (the “Bankruptcy Case”).

3. On November 15, 2016, the Debtors submitted the Debtors’ Application to Employ and Retain Troutman Sanders LLP as Co-Counsel for the Debtors Effective as of November 9, 2016 [D.E. 324] (the “Application to Employ”). The Application to Employ was granted via order of this Court on December 16, 2016 [D.E. 378].

4. Prior to the Debtors’ Application to Employ, the Debtors filed the Motion to Establish Procedures to Permit Monthly Payment of Interim Fee Applications of Chapter 11 Professionals [D.E. 89] which was approved by the Court’s Order entered on August 17, 2016 [D.E. 141] (the “Compensation Order”).

5. Troutman submits this Application, pursuant to Sections 328, 330, 331 and 503(b) of the Bankruptcy Code, Bankruptcy Rule 2016 and the Guidelines of the United States Trustee (the “Guidelines”). Troutman requests an interim award of legal fees incurred by Troutman for services rendered, as co-counsel to the Debtors, in the amount of \$321,833.39 and reimbursement for the actual and necessary expenses incurred by Troutman during the

Application Period in the amount of \$13,984.82; comprised of three monthly fee statements⁴ pursuant to the Compensation Order as follows:

- a. **First Monthly Fee Statement** for the period of November 9, 2016 through and including November 30, 2016 in the amount of \$56,937.59 (\$56,637.59 in Fees and \$300.00 in Expenses).
- b. **Second Monthly Fee Statement** for the period of December 1, 2016 through and including December 31, 2016 in the amount of \$114,907.44 (\$114,813.45 in Fees and \$93.99 in Expenses).
- c. **Third Monthly Fee Statement** for the period of January 1, 2017 through and including January 31, 2017 in the amount of \$163,973.18 (\$150,382.35 in Fees, \$1,691.63 in Troutman Expenses and \$11,899.20 in eMerge Expenses).

6. This request is Troutman's First interim Application to the Court for compensation and reimbursement of expenses for services rendered as co-counsel to the Debtors. No understanding exists between Troutman and any other person for the sharing of compensation sought by Troutman, except among the partners and associates of Troutman.

In accordance with the Guidelines, the following exhibits are annexed to this Application:

<u>Exhibit 1:</u>	Summary of Professional Time;
<u>Exhibit 2:</u>	Summary of Professional Time by Activity Code Category;
<u>Exhibit 3:</u>	Summary and Breakdown of Requested Reimbursement of Expenses and Disbursements; and
<u>Exhibit 4:</u>	Detailed Description of the Services Rendered and Expenses and Disbursements.

7. Troutman has expended a total of **665.6** hours during the Application Period in rendering necessary and beneficial legal services to the Debtors. Exhibit 1 contains a list of Troutman's professionals who have provided services to the Debtors during the Application Period, the hourly rate charged by each and a summary of time expended by each. Exhibit 2 contains a

⁴ A true and correct copy of each of the three monthly fee statements are attached as **Exhibit 4** hereto.

summary of professional time by activity code as required by, and in compliance with, the Guidelines. Exhibit 3 contains a summary of Troutman's total actual and necessary out-of-pocket expenses and disbursements incurred on behalf of the Debtors, for which Troutman seeks reimbursement in accordance with Section 330(a)(2) of the Bankruptcy Code, the Bankruptcy Rules and the Guidelines. The expenses and disbursements summarized in Exhibit 3 are those which Troutman typically would invoice to its non-bankruptcy clients. Exhibit 4 contains: (i) a daily description of the services rendered and the hours expended by the various attorneys of Troutman who performed services in this case; and (ii) a detailed schedule listing of the expenses and disbursements for which Troutman seeks reimbursement. Troutman has prepared Exhibit 4 based on, among other things, contemporaneous daily time records maintained by the Troutman's attorneys and professionals who rendered services in this case.

BACKGROUND

8. The factual background regarding the Debtors, including their business operations, capital and debt structure, and the events leading to the filing of this bankruptcy case, are set forth in detail in the Chapter 11 Case Management Summary [D.E. 8] (the "Case Summary").

9. The Debtors continue to manage and operate their business as debtors in possession under Bankruptcy Code sections 1107 and 1108.

10. On August 24, 2016, the United States Trustee appointed an Official Committee of Unsecured Creditors and an Official Committee of Equity Security Holders [D.E. 166, 167].

ACTUAL AND NECESSARY EXPENSES

11. A summary of actual and necessary expenses incurred by Troutman during the Application Period is attached hereto as Exhibit 3. With respect to on-line legal research,

Troutman has a fixed-price contract with LexisNexis and passes on to our clients the discount for research covered by the contract. This discount varies based on our usage in a given month. After removing administrative charges, we apply the discount (contract cost divided by usage cost) to the research cost by client and matter. Research not covered by the contract is charged at the retail rate.

12. Certain expenses incurred during the Application Period, totaling \$11,899.20 are attributable to eMerge, a wholly owned subsidiary of Troutman. eMerge is an eDiscovery company used by Troutman to analyze and respond to discovery requests. eMerge was formed in 2012 and has been used by Troutman on approximately 1,087 different matters since that time. A detailed breakdown of the expenses that are attributable to eMerge during the Application Period are included in Exhibit 4.

13. Troutman believes the foregoing fees are at the market rates charged to clients for such services generally subject to a ten percent discount agreed to by Troutman in connection with this engagement. In addition, Troutman believes that the expense charges are in accordance with the American Bar Association's ("ABA") guidelines, as set forth in the ABA's Statement of Principles, dated January 12, 1995, regarding billing for disbursements and other charges.

INDEXING OF TASKS BY ACTIVITY CODES

14. As set forth in the Exhibits to this Application, Troutman has organized its time records by activity codes in accordance with the Guidelines. Accordingly, each of the time entries of the attorneys of Troutman have been indexed into the following categories:

B110 Case Administration: Coordination and compliance activities, including preparation of statement of financial affairs; schedules; list of contracts; United States Trustee interim statements and operating reports; contacts with United States Trustee; general creditor inquiries.

B120 Asset Analysis and Recovery: Identification and review of potential assets

including causes of action and non-litigation recoveries.

B130 Asset Disposition: Sales, abandonment and transaction work related to asset disposition.

B160 Fee/Employment Applications: Preparations of employment and fee applications for the firm or others; and review of applications filed by other professionals in the case.

B185 Assumption/Rejection of Leases and Contracts: Analysis of leases and executory contracts and preparation of motions specifically to assume or reject.

B190 Other Contested Matters: Analysis and preparation of all other motions, opposition to motions and reply memoranda in support of motions related to adversary proceedings and contested matters.

B210 Business Operations: Issues related to debtor-in-possession operating in chapter 11 such as employee, vendor, tenant issues and other similar problems.

B230 Financing/Cash Collateral: Matters under 361, 363 and 364 including cash collateral and secured claims; loan document analysis.

B240 Tax Issues: Review and analysis of tax-related issues.

B260 Board of Directors Matters: Analysis of issues and counseling Debtors in relation to communications, meetings, and other Board of Directors matters.

B310 Claims Administration and Objections: Review and analysis of matters related to claims administration and bar date matters, including objections and other related contested matters.

B320 Plan and Disclosure Statement: Analysis of issues and counseling Debtors in matters related to generating a plan of reorganization and drafting a disclosure statement.

B410 General Bankruptcy Advice/Opinions: Analysis, advice and/or opinions regarding potential bankruptcy related issues.

DESCRIPTION OF SERVICES

Summary of Services Rendered

15. Troutman, by and through its partners, counsels, associates and staff and through employees of eMerge has prepared and/or assisted in the preparation of various motions,

responses, applications and orders submitted to the Court for consideration, advised the Debtors on a regular basis with respect to various matters in connection with these cases, and has performed all necessary professional services which are described and narrated in detail hereinafter.

Summary of Services by Project

16. The services rendered by Troutman and eMerge professionals during the Application Period can be grouped into the categories set forth above. These categories are generally described below, with a more detailed identification of the actual services provided during the Application Period set forth on the attached **Exhibit 4**. The attorneys and other employees who rendered services relating to each category during the Application Period are identified, along with the number of hours for each individual and the total compensation sought for each category, in **Exhibit 2** attached hereto.

A. **Case Administration (Activity Code B110)**

Troutman assisted and counseled the Debtors with regard to matters concerning all aspects of the administration of the Chapter 11 case. Troutman performed tasks related to preparing and filing documents with the Court; maintenance of calendars, communications with the U.S. Trustee and various parties-in-interest; and attending meetings and court hearings.

Troutman expended a total of 94.2 hours in this category and is requesting \$51,674.68 for the services rendered in this category.

B. **Asset Analysis and Recovery (Activity Code B120)**

Troutman assisted and counseled the Debtors with regard to matters concerning asset analysis and recovery.

Troutman expended a total of 4.6 hours in this category and is requesting \$1,759.50 for

the services rendered in this category.

C. Asset Disposition (Activity Code B130)

Troutman assisted and counseled the Debtors in relation to disposition of property of the estate.

Troutman expended a total of 25.7 hours in this category and is requesting \$12,367.80 for the services rendered in this category.

D. Fee/Employment Applications (Activity Code B160)

Troutman spent time performing tasks related to preparing applications for Troutman's compensation as co-counsel to the Debtors and reviewing applications filed by other professionals in this case. Troutman also spent time performing tasks related to Debtors' Application to Employ Troutman Sanders.

Troutman expended a total of 60.1 hours in this category and is requesting \$28,285.97 for the services rendered in this category.

E. Assumption/Rejection of Leases and Contracts (Activity Code B185)

Troutman performed tasks related to contract and lease analysis and matters related to potential assumption, assignment or rejection of executory contracts and unexpired leases.

Troutman expended a total of 13.4 hours in this category and is requesting \$7,059.60 for the services rendered in this category.

F. Other Contested Matters (Activity Code B190)

Troutman assisted and counseled the Debtors with matters related to adversary proceedings and contested hearings and performed tasks such as analyzing and preparing motions and responses or oppositions to motions.

Troutman expended a total of 177 hours in this category and is requesting \$64,283.87

for the services rendered in this category.

G. Business Operations (Activity Code B210)

Troutman conducted meetings with executives and reviewed documents regarding business operations. On these issues, Troutman conferred with counsel to the Official Committee of Unsecured Creditors and Official Committee of Equity Security Holders of Premier Exhibitions, Inc. as to the operations, cash flow, and related issues.

Troutman expended a total of 23.4 hours in this category and is requesting \$10,431.96 for the services rendered in this category.

H. Financing/Cash Collections (Activity Code B230)

Troutman assisted and counseled the Debtors with regard to cash flow projections and cash collateral.

Troutman expended a total of 28 hours in this category and is requesting \$18,096.33 for the services rendered in this category.

I. Tax Issues (Activity Code B240)

Troutman assisted the Debtors with matters relating to tax issues involving the debtors' estate.

Troutman expended a total of 7.5 hours in this category and is requesting \$2,666.25 for the services rendered in this category.

J. Board of Directors Matters (Activity Code B260)

Troutman assisted and counseled the Debtors with communications, meetings, and other matters related to the Debtors' board of directors.

Troutman expended a total of 13.1 hours in this category and is requesting \$7,711.65 for the services rendered in this category.

K. Claims Administration and Objections (Activity Code B310)

Troutman assisted the Debtors with matters related to claims administration and bar date matters, including claims objections and related contested matters.

Troutman expended a total of 48.6 hours in this category and is requesting \$21,532.13 for the services rendered in this category.

L. Plan and Disclosure Statement (Activity Code B320)

Troutman assisted Debtors in matters related to formulating a plan of reorganization and related disclosure statement in these cases.

Troutman expended a total of 140.3 hours in this category and is requesting \$82,804.27 for the services rendered in this category.

M. General Bankruptcy Advice/Opinions (Activity Code B410)

Troutman assisted and counseled the Debtors with regard to general bankruptcy questions and analysis.

Troutman expended a total of 29.6 hours in this category and is requesting \$13,159.38 for the services rendered in this category.

EVALUATION OF SERVICES RENDERED:
FIRST COLONIAL CONSIDERATIONS

17. This Application has presented the nature and extent of the professional services that Troutman has rendered in connection with its representation of the Debtors for which Troutman seeks compensation. The recitals set forth in the daily diaries attached hereto constitute only a summary of the time spent. A mere reading of the time summary annexed hereto alone cannot completely reflect the full range of services that Troutman rendered and the complexity of the issues and the pressures of time and performance which have been placed on Troutman in connection with these cases.

18. American Benefit Life Ins. Co. v. Baddock (In re First Colonial Corp.), 544 F.2d 1291 (5th Cir. 1977), enumerates twelve factors a bankruptcy court should evaluate in awarding fees. First Colonial remains applicable in the Eleventh Circuit to the determination of reasonableness of fees to be awarded under the Bankruptcy Code. Grant v. George Schumann Tire & Battery Co., 908 F.2d 874 (11th Cir. 1990); Collier on Bankruptcy, 330.05[2] [a] at 330-33 through 330-37 (L. King 15th ed. 1991); see also Bonner v. City of Prichard, 661 F.2d 1206, 1209 (11th Cir. 1981). The twelve factors are:

- (1) The time and labor required;
- (2) The novelty and difficulty of the questions presented;
- (3) The skill required to perform the legal services properly;
- (4) The preclusion from other employment by the attorney due to acceptance of the case;
- (5) The customary fee for similar work in the community;
- (6) Whether the fee is fixed or contingent;
- (7) The time limitations imposed by the client or circumstances;
- (8) The amount involved and results obtained;
- (9) The experience, reputation and ability of the attorneys;
- (10) The undesirability of the case;
- (11) The nature and length of the professional relationship with the client; and
- (12) Awards in similar cases.

First Colonial, 544 F.3d at 1298-99.

19. Based on the standards set forth in Section 330 of the Bankruptcy Code and First Colonial, Troutman believes that the fair and reasonable value of its services rendered during the Application Period is \$321,833.39 plus expenses of \$13,984.82.

A. Time, Nature and Extent of Services Rendered, Results Obtained, and Related *First Colonial* Factors

20. The foregoing summary, together with the exhibits attached hereto, details the time, nature and extent of the professional services of the Troutman rendered for the benefit of the estate during the period covered by this Application. The total number of hours expended,

665.50 hours, reveals the extensive time devoted to this matter by the Troutman on a vast spectrum of legal issues which have arisen in this case during the period covered by this Application.

B. Novelty and Difficulty of Questions Presented

21. The issues that have arisen in this case during the Application Period demanded a high level of skill due to their complexity. Troutman spent considerable time reviewing or drafting pleadings and documents and performing all of the tasks related thereto.

C. Skill Requisite to Perform Services Properly

22. In rendering services to the Debtors, Troutman demonstrated substantial legal skill and expertise in the areas of bankruptcy, commercial law, debtor-creditor rights, tax law, and secured transactions and negotiation.

D. Preclusion from Other Employment by Attorney Due to Acceptance of Case

23. Troutman has devoted substantial time to the representation of the Debtors as more fully appears on Exhibit 1. Troutman is aware of no other specific employment that was precluded as a result of its acceptance of this case, but had Troutman not accepted this employment, the time spent on this case would have been spent on other matters that would pay an hourly compensation on a current basis.

E. Customary Fee

24. The hourly rate charged by Troutman as set forth in Exhibits 1 and 2 ranges from \$85.00 to \$965.00 for attorneys, which is customary for professionals of similar skill and experience. Additionally, as part of this engagement, Troutman agreed to apply a ten percent discount on its standard hourly rate.

25. The hourly rate charged for attorneys who worked on this case are as follows:

PROFESSIONAL	HOURLY RATE⁵
Hugh McDonald	\$965.00
Mitch Perkiel	\$925.00
Robert Friedman	\$900.00
Jeffery Cavender	\$760.00
Michael Johnson	\$695.00
Joseph Walsh	\$690.00
Alison Grounds	\$630.00
Brad Resweber	\$575.00
Brett Goodman	\$570.00
Seth Ford	\$550.00
Austin Padgett	\$480.00
Matthew Brooks	\$425.00
Stephen Roach	\$425.00
Joel Post	\$395.00
Rebecca Silk	\$345.00
Cot Eversole	\$335.00
Meghan Wells	\$330.00
Amanda Evanson	\$300.00
Adam Gajadharsingh	\$260.00
Gigi Hoang	\$260.00
Adam Smith	\$195.00
Jamanda Teal	\$95.00
Marc Westfall	\$95.00
Trace Sexton	\$95.00
Jason Keup	\$85.00

F. Whether Fee is Fixed or Contingent

26. Troutman's compensation in this matter is subject to the approval of the Court and is, therefore, contingent. The Court should consider this factor, which militates in favor of a fee award in the amount requested. The amount requested is consistent with and lower than the fee that Troutman would charge its client in other non-contingent bankruptcy and commercial cases.

G. Time Limitations Imposed by Client or Other Circumstances

27. The circumstances of this case occasionally imposed serious time constraints on Troutman due to the necessity for rapid resolution of significant issues.

⁵ This rate reflects the professionals' standard hourly rates as of January 1, 2017.

H. Experience, Reputation and Ability of Attorneys

28. Troutman is a well-established and respected law firm and its partners, associates, and other staff working on this case are experienced in matters of this kind. Troutman has a strong reputation and has demonstrated significant ability in the fields of bankruptcy, litigation, creditors' rights and business reorganization.

I. "Undesirability" of Case

29. This case is not undesirable. Troutman is privileged to have the opportunity to represent the Debtors and to appear before this Court in this case.

J. Nature and Length of Professional Relationship with Client

30. Troutman has represented the Debtors since November 9, 2016.

K. Awards in Similar Cases

31. The amount requested by Troutman is reasonable in terms of awards in cases of similar magnitude and complexity. The compensation that Troutman requests comports with the mandate of the Bankruptcy Code, which directs that services be evaluated in light of comparable services performed in non-bankruptcy cases in the community.

CONCLUSION

WHEREFORE, Troutman respectfully requests the Court to enter an order (i) awarding it the sum of **\$321,833.39** as compensation for services rendered, and **\$13,984.82** as reimbursement for actual and necessary expenses incurred during the course of Troutman's representation of the Debtors during the Application period; (ii) authorizing and directing the Debtors to pay Troutman 100% of the compensation in the amount of **\$321,833.39** and 100% of its costs in the amount of **\$13,984.82** for a total amount of **\$335,818.21** less any amounts paid to date, representing the aggregate fees and costs sought by Troutman herein; and (iii) granting

such other and further relief as the Court deems appropriate.

Dated: February 28, 2017

Respectfully submitted,

/s/ Jeffery W. Cavender

Jeffery W. Cavender (GA Bar No. 117751)

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Co-Counsel for the Debtors and Debtors-in-Possession

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing was electronically filed with the Clerk of the Court using CM/ECF on February 28, 2017. I also certify that the foregoing document is being served this day on the following counsel of record via transmission of Electronic Filing generated by CM/ECF:

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Montreal, QC H3C 5H1

ATS, Inc.
1900 W. Anaheim Street
Long Beach, CA 90813

Broadway Video
30 Rockefeller Plaza
54th Floor
New York, NY 10112

CBS Outdoor/Outfront Media
185 US Highway 48
Fairfield, NJ 07004

Dentons Canada LLP
250 Howe Street
20th Floor
Vancouver, BC V6C 3R8

Enterprise Rent-A-Car Canada
709 Miner Avenue
Scarborough, ON M1B 6B6

Expedia, Inc.
10190 Covington Cross Drive
Las Vegas, NV 89144

George Young Company
509 Heron Drive
Swedesboro, NJ 08085

Gowling Lafleuer Henderson
550-2300 Burrard Street
Vancouver, BC V6C 2B5

Hoffen Global Ltd.
305 Crosstree Lane
Atlanta, GA 30328

Kirvin Doak Communications
5230 W. Patrick Lane
Las Vegas, NV 89118

MNP LLP
15303 - 31st Avenue
Suite 301
Surrey, BC V3Z 6X2

Morris Visitor Publications
PO Box 1584
Augusta, GA 30903

NASDAQ Stock Market, LLC
805 King Farm Blvd.
Rockville, MD 20850

National Geographic Society
1145 - 17th Avenue NW
Washington, DC 20036

NYC Dept. of Finance
PO Box 3646
New York, NY 10008

PacBridge Limited Partners
22/F Fung House 19-20
Connaught Road Central
Hong Kong

Pallet Rack Surplus, Inc.
1981 Old Covington Cross Road NE
Conyers, GA 30013

Ramparts, Inc.
d/b/a Luxor Hotel and Casino
3900 Las Vegas Blvd. South
Las Vegas, NV 89119

Screen Actors Guild
1900 Broadway
5th Floor
New York, NY 10023

Seaventures, Ltd.
5603 Oxford Moor Blvd.
Windemere, FL 34786

Soprintendenza Archeologica
di Napoli e Pompei
Piazza Museo 19
Naples, Italy 80135

Syzygy3, Inc.
1350 6th Avenue
2nd Floor
New York, NY 10019

Time Out New York
475 Tenth Avenue
12th Floor
New York, NY 10018

TPL
3340 Peachtree Road
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Atlanta, GA 30326

TSX Operating Co.
70 West 40th Street
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New York, NY 10018

Verifone, Inc.
300 S. Park Place Blvd.
Clearwater, FL 33759

Sam Weiser
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